

A30938

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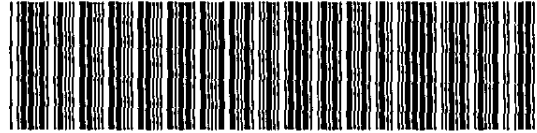
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Robert U. Goldman, Ltd.

ATTORNEYS AT LAW

Suite 365 • 600 Central Avenue • Highland Park, Illinois 60035-3257

Robert U. Goldman
Roberta Goldman
(New York Bar Only)

(847) 432-3666

Telefax
(847) 432-4289

January 26, 2005

VIA FEDERAL EXPRESS STANDARD DELIVERY

Brenda Tadlock
Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

RE: Florida Filings

Dear Brenda:

Marilyn Rothschild at our office informed me that you have worked with our organization for many years and have always been very helpful. We have several filings that need to be completed in the order that they follow in this letter. Enclosed for processing are:

Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for the following twenty-two (22) Nevada limited liability companies:

1. 29-31 Associates LLC	\$125.00
2. Atlantic Geriatric Venture LLC	125.00
3. Dry Harbor Developers LLC	125.00
4. Grace & Waring Nevada LLC	125.00
5. Grace & Waring Venture LLC	125.00
6. Hutton Developers LLC	125.00
7. KES Realty Nevada LLC	125.00
8. Kingsbridge HRF LLC	125.00
9. Kingsbridge Realty LLC	125.00
10. Lockwood Associates LLC	125.00
11. Lovely Hills Developers LLC	125.00
12. New Brighton Development LLC	125.00
13. Patchogue Associates LLC	125.00
14. Pelham-Laconia Developers LLC	125.00
15. PTR Delray LLC	125.00
16. Queens Nassau NH Developers LLC	125.00
17. Resort HRF LLC	125.00
18. Riverview Apartments Associates LLC	125.00
19. SKEK Associates LLC	125.00
20. Susquehanna NH Developers LLC	125.00
21. Valsirv Realty LLC	125.00
22. Willoughby Venture LLC	125.00
TOTAL:	<u>\$2,750.00</u>

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Designation of Registered Agent/Registered Office for the following twenty-two (22) Nevada limited liability companies in conjunction with the above Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida:

1. 29-31 Associates LLC	\$100.00
2. Atlantic Geriatric Venture LLC	100.00
3. Dry Harbor Developers LLC	100.00
4. Grace & Waring Nevada LLC	100.00
5. Grace & Waring Venture LLC	100.00
6. Hutton Developers LLC	100.00
7. KES Realty Nevada LLC	100.00
8. Kingsbridge HRF LLC	100.00
9. Kingsbridge Realty LLC	100.00
10. Lockwood Associates LLC	100.00
11. Lovely Hills Developers LLC	100.00
12. New Brighton Development LLC	100.00
13. Patchogue Associates LLC	100.00
14. Pelham-Laconia Developers LLC	100.00
15. PTR Delray LLC	100.00
16. Queens Nassau NH Developers LLC	100.00
17. Resort HRF LLC	100.00
18. Riverview Apartments Associates LLC	100.00
19. SKEK Associates LLC	100.00
20. Susquehanna NH Developers LLC	100.00
21. Valsirv Realty LLC	100.00
22. Willoughby Venture LLC	100.00
TOTAL:	<u>\$2,200.00</u>

Certificate of Amendment to Certificate of Limited Partnership for the following twenty-two (22) Florida limited partnerships:

1. 29-31 Associates Limited Partnership	\$52.50
2. Atlantic Geriatric Venture Limited Partnership	52.50
3. Dry Harbor Developers Limited Partnership	52.50
4. Grace & Waring HRF Limited Partnership	52.50
5. Grace & Waring Venture Limited Partnership	52.50
6. Hutton Developers Limited Partnership	52.50
7. KES Realty Limited Partnership	52.50
8. Kingsbridge HRF Limited Partnership	52.50
9. Kingsbridge Realty Limited Partnership	52.50

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10. Lockwood Associates Limited Partnership	52.50
11. Lovely Hills Developers Limited Partnership	52.50
12. New Brighton Development Limited Partnership	52.50
13. Patchogue Associates Limited Partnership	52.50
14. Pelham-Laconia Developers Limited Partnership	52.50
15. PTR Delray Limited Partnership	52.50
16. Queens Nassau NH Developers Limited Partnership	52.50
17. Resort HRF Limited Partnership	52.50
18. Riverview Apartments Associates Limited Partnership	52.50
19. SKEK Associates Limited Partnership	52.50
20. Susquehanna NH Developers Limited Partnership	52.50
21. Valsirv Realty Co. Ltd.	52.50
22. Willoughby Venture Limited Partnership	52.50
TOTAL:	<u>\$1,155.00</u>

Certificate of Cancellation for the following twenty-two (22) Florida limited partnerships:

1. 29-31 Associates Limited Partnership	\$52.50
2. Atlantic Geriatric Venture Limited Partnership	52.50
3. Dry Harbor Developers Limited Partnership	52.50
4. Grace & Waring HRF Limited Partnership	52.50
5. Grace & Waring Venture Limited Partnership	52.50
6. Hutton Developers Limited Partnership	52.50
7. KES Realty Limited Partnership	52.50
8. Kingsbridge HRF Limited Partnership	52.50
9. Kingsbridge Realty Limited Partnership	52.50
10. Lockwood Associates Limited Partnership	52.50
11. Lovely Hills Developers Limited Partnership	52.50
12. New Brighton Development Limited Partnership	52.50
13. Patchogue Associates Limited Partnership	52.50
14. Pelham-Laconia Developers Limited Partnership	52.50
15. PTR Delray Limited Partnership	52.50
16. Queens Nassau NH Developers Limited Partnership	52.50
17. Resort HRF Limited Partnership	52.50
18. Riverview Apartments Associates Limited Partnership	52.50
19. SKEK Associates Limited Partnership	52.50
20. Susquehanna NH Developers Limited Partnership	52.50
21. Valsirv Realty Co. Ltd.	52.50
22. Willoughby Venture Limited Partnership	52.50
TOTAL:	<u>\$1,155.00</u>

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Application by Foreign Limited Liability Company for Withdrawal of Authority to Transact Business in Florida for the following twenty-three (23) Nevada limited liability companies:

1. 29-31 Associates LLC	\$25.00
2. Atlantic Geriatric Venture LLC	25.00
3. Dry Harbor Developers LLC	25.00
4. Grace & Waring Nevada LLC	25.00
5. Grace & Waring Venture LLC	25.00
6. Hutton Developers LLC	25.00
7. KES Realty Nevada LLC	25.00
8. Kingsbridge HRF LLC	25.00
9. Kingsbridge Realty LLC	25.00
10. Lockwood Associates LLC	25.00
11. Lovely Hills Developers LLC	25.00
12. New Brighton Development LLC	25.00
13. Patchogue Associates LLC	25.00
14. Pelham-Laconia Developers LLC	25.00
15. PTR Delray LLC	25.00
16. Queens Nassau NH Developers LLC	25.00
17. Resort HRF LLC	25.00
18. Riverview Apartments Associates LLC	25.00
19. Sagamore Associates LLC	25.00
20. SKEK Associates LLC	25.00
21. Susquehanna NH Developers LLC	25.00
22. Valsirv Realty LLC	25.00
23. Willoughby Venture LLC	25.00
TOTAL:	<u>\$575.00</u>

Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for the following five (5) Nevada corporations:

1. DHD Corp.	\$35.00
2. NW Properties Corp.	35.00
3. RUG Properties Corp.	35.00
4. Kings Crossing Realty Corp.	35.00
5. KN Round Rock Corp.	35.00
TOTAL:	<u>\$105.00</u>

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Division of Corporations, State of Florida

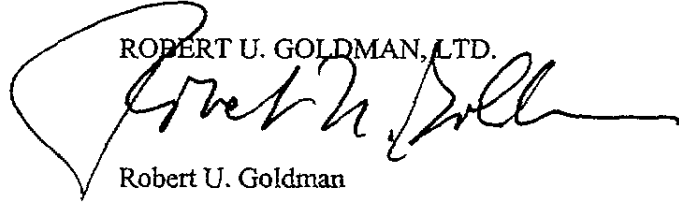
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A check, #10989, in the sum of \$8,010.00 is enclosed to cover the costs of the forms outlined above.

Thank you for your prompt attention to this matter. Should you have any questions, please do not hesitate to contact me at: 847-432-3666.

Sincerely,

ROBERT U. GOLDMAN, LTD.

A handwritten signature in black ink, appearing to read "Robert U. Goldman", written over a large, stylized, handwritten flourish that resembles a large, open "C" or a similar shape.

Robert U. Goldman

RUG:jljg
Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Willoughby Venture Limited Partnership
(Name of Limited Partnership)

DOCUMENT NUMBER: A30938

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert U. Goldman

(Name of Person)

Robert U. Goldman, Ltd.

(Firm/Company)

600 Central Avenue, Suite 365

(Address)

Highland Park, IL 60035

(City/State and Zip Code)

For further information concerning this matter, please call:

Robert U. Goldman

(Name of Person)

at (847) 432-3666

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$52.50 Filing Fee | <input type="checkbox"/> \$61.25 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$105.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$113.75 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|---|---|

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

Willoughby Venture Limited Partnership

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on 12-17-1990, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Article 8 is hereby stricken in its entirety and amended to read in its entirety as follows:

8. GENERAL PARTNER:

Willoughby Venture LLC *M05-6666*
~~4723 W. Atlantic Avenue, Suite 9~~ 4182 LIVE OAK BLVD.
Delray Beach, Florida 33445

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner: RUG Properties Corp.

By: *Robert J. Bolsh*

Its: *V.P.*

Signature(s) of new general partner(s), if applicable:

Willoughby Venture LLC

By: *Debra J. [Signature]*

Vice President of New Century Investor
Services, Inc., manager

05 JAN 27 PM 1:47
FILED
FLORIDA